g/cc and an MI of .01 to 50 dg/min at 190°C, 2.16 Kg wherein the ratio of (a) to (b) is 10:90-90:10; and

A2

(c) 0.9-5 wt % relative to (a) and (b) of a grafted monomer covalently bonded to (a) and (b) selected from an olefinic carboxylic acid or anhydride or derivative thereof.

A3

5. (Amended) The polymeric toughening agent of claim 1 wherein component (a) has a density of 0.90 to 0.910 g/cc and an MI of 0.5 to 5 dg/min and component (b) has a density of 0.86 to 0.87 g/cc and an MI of 0.2 to 2 dg/min and wherein component (c) is 0.9 to 2 wt % relative to (a) and (b).

8. (Amended) A polymeric composition having improved impact properties, comprising:

(1) a polymeric toughening agent useful for improving the impact properties of the polymeric composition, comprising,

B

A4

(a) a copolymer of ethylene with one or more ~~olefins~~ α-olefins having at least 4 carbon atoms and having a density of 0.930 to 0.880 g/cc and an MI of 0.01 to 50 dg/min at 190°C, 2.16 Kg;

B

(b) a massing polymer selected from a copolymer of ethylene with one or more ~~olefins~~ α-olefins having at least 3 carbon atoms and having a density of 0.850 to 0.880 g/cc and an MI of .01 to 50 dg/min at 190°C, 2.16 Kg wherein the ratio of (a) to (b) is 10:90-90:10; and

(c) 0.9-5 wt % relative to (a) and (b) of a grafted monomer covalently bonded to (a) and (b) selected from an olefinic carboxylic acid or anhydride or derivative thereof; and

(2) an olefinic or non-olefinic material.

11. (Amended) A process for producing a polymeric composition having improved impact properties, comprising,

A5

(a) preparing a polymeric toughening agent useful for improving the impact properties of the polymeric composition as claimed in Claim 1, by:

B

b

(1) feeding both a massing polymer and an ~~ethylene olefin~~ ethylene-α-olefin at a ratio of 10-90 wt % ~~ethylene olefin~~ ethylene-α-olefin to massing polymer into the feed throat of a twin screw extruder at a barrel temperature of 150-400°C;

32

a